IN THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF DELAWARE

IpLEARN, LLC,

Plaintiff,

Civil Action No. 11-825-RGA

v.

BEELINE.COM, INC., et al.,

Defendants.

STIPULATION AND [PROPOSED] ORDER OF DISMISSAL WITH PREJUDICE AS TO DEFENDANT BEELINE.COM, INC.

IT IS HEREBY STIPULATED AND AGREED, by and between Plaintiff IpLearn, LLC ("IpLearn") and Defendant Beeline.com, Inc. ("Beeline"), pursuant to Fed. R. Civ. P. 41(a)(2) and (c) and subject to the approval of the Court, that all claims and counterclaims in this action are hereby dismissed WITH PREJUDICE, with each party to bear its own costs, expenses and attorneys' fees.

January 7, 2013

CONNOLLY GALLAGHER LLP

 $RICHARDS, LAYTON \,\&\, FINGER, P.A.$

By: /s/ Arthur G. Connolly, III

Arthur G. Connolly, III (#2667)
1000 North West Street, Suite 1400
Wilmington, Delaware 19801
(302) 888-6318
aconnolly@connollygallagher.com

Attorney for Plaintiff IpLearn, LLC

Anne Shea Gaza (#4093) Travis S. Hunter (#5350) Richards, Layton & Finger, P.A. One Rodney Square 920 North King Street Wilmington, DE 19801 (302) 651-7700

wade@rlf.com gaza@rlf.com hunter@rlf.com

/s/ Travis S. Hunter

William J. Wade (#704)

Attorneys for Defendant Beeline.com, Inc.

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IT IS SO ORDERED this	day of January	y 2013.	
		UNITED ST	ATES DISTRICT JUDGE